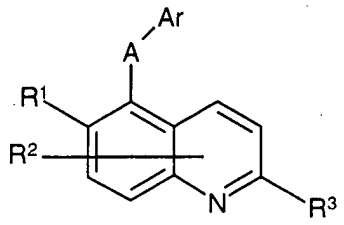
IN THE CLAIMS:

1 (amended herein). A compound selected from the group of compounds represented by Formula I:



wherein:

A is a $-CH_2-$, CH(OH), -C(O)-, $-C=NOR^4-$, $-NR^5-$, -O-, -S-, -S(O)-, or $-S(O)_2-$,where R^4 is hydrogen or alkyl and R^5 is hydrogen, alkyl, or acyl;

Ar is an optionally-substituted phenyl;

R^1 is cycloalkyl, haloalkyloxy, hydroxyalkyloxy, alkoxyalkyloxy, hydroxy, halo, cyano, or $-OSO_2R^{11}$, where R^{11} is selected from alkyl, cycloalkyl, and haloalkyl;

R^2 is hydrogen, alkyl, alkenyl, alkoxy, hydroxy, halo, haloalkyl, heteroalkyl, alkylsulfanyl, alkylsulfinyl, alkylsulfonyl, nitro, cyano, or $-NR^9R^{10}$ where R^9 and R^{10} are each independently selected from hydrogen, alkyl, and acyl; and R^2 represents substitution at any one of carbons C3, C4, C7 or C8;

R^3 is $-SR^{12}$, $-SOR^{12}$, $-SO_2R^{12}$, or $-SO_2NR^{13}R^{14}$ wherein,

R^{12} is alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, mono or dialkylaminoalkyl, carboxyalkyl, or alkoxycarbonylalkyl;

R^{13} is hydrogen or alkyl, and

R^{14} is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, hydroxyalkyl, alkoxyalkyl, alkoxycarbonylalkyl, aminoalkyl, aryl, or aralkyl; ~~or R^{13} and R^{14} together with the nitrogen atom to which they are attached form a heterocycloamino group~~; and

prodrugs, individual isomers, mixtures of isomers, and pharmaceutically acceptable salts thereof.

2 (original). A compound of Claim 2 wherein A is –S-.

3 (previously amended). A compound of Claim 2 wherein

R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

4. (original). A compound of Claim 3 wherein Ar is unsubstituted phenyl.

5. (original) A compound of Claim 3 wherein Ar is 4-substituted phenyl or 2-substituted phenyl.

6. (original) A compound of Claim 3 wherein Ar is a disubstituted phenyl.

7. (original) A compound of Claim 3 wherein Ar is optionally substituted at one or more positions with a substitutent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

8. (original) A compound of Claim 1 wherein A is –C(O)-.

9 (previously amended). A compound of Claim 8 wherein

R^1 is alkoxy, hydroxy , halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

10. (original) A compound of Claim 9 wherein Ar is unsubstituted phenyl.

11. (previously amended) A compound of Claim 9 wherein Ar is 4-substituted phenyl, 2-substituted phenyl, or disubstituted phenyl.

13. (original) A compound of Claim 9 wherein Ar is optionally substituted at one or more positions with a substitutent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

14. (original) A compound of Claim 1 wherein A is $-CH_2-$.

15. (previously amended). A compound of Claim 14 wherein

R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

16. (original) A compound of Claim 15 wherein Ar is unsubstituted phenyl.

17. (previously amended). A compound of Claim 15 wherein Ar is 4-substituted phenyl, 2-substituted phenyl, or disubstituted phenyl.

19. (original) A compound of Claim 15 wherein Ar is optionally substituted at one or more positions with a substitutent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

20. (original) A compound of Claim 1 wherein A is –O-.

21 (previously amended). A compound of Claim 20 wherein

R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

22. (original) A compound of Claim 21 wherein Ar is unsubstituted phenyl.

23. (original) A compound of Claim 21 wherein Ar is 4-substituted phenyl or 2-substituted phenyl.

24. (original) A compound of Claim 21 wherein Ar is a disubstituted phenyl.

25. (original) A compound of Claim 21 wherein Ar is optionally substituted at one or more positions with a substitutent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

26. (original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

27. (amended herein) A method of treatment of an inflammatory disease, cancer, or pain in a mammal treatable by administration of a selective COX II inhibitor comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1.

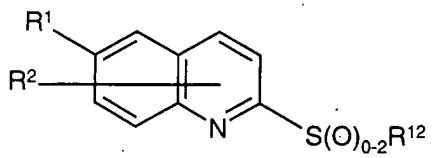
28. (amended herein) The method of Claim 27, wherein the disease is pain and/or an inflammatory disease selected from myositis, synovitis, arthritis (rheumatoid arthritis and osteoarthritis), gout, back pain, dental pain, pain and inflammation associated with sports injuries, sprains, strains, headache, tendonitis, ~~ankylosing, sponylitis,~~ ankylosing spondylitis, and bursitis.

29. (amended herein) ~~The method of Claim 27,~~ A method of treatment of a disease in a mammal comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1, wherein the disease is dysmenorrhoea or premature labor.

30. (amended herein). ~~The method of Claim 27~~ A method of treatment of a disease in a mammal comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1, wherein the disease is Alzheimer's disease.

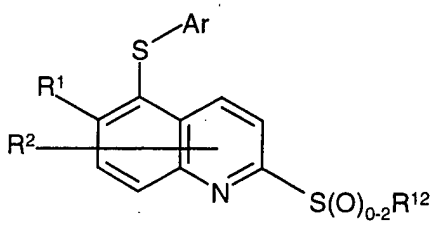
31. (amended herein). A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of general Formula



wherein R^1, R^2, and R^{12} are as defined in Claim 1,

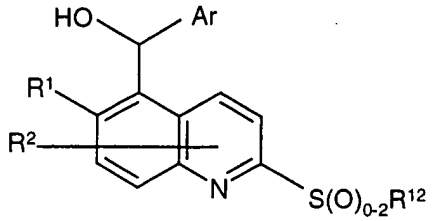
with a compound of general formula ArSH, to provide a compound of Formula I:



wherein Ar, R^1, R^2, and R^{12} are as defined in Claim 1.

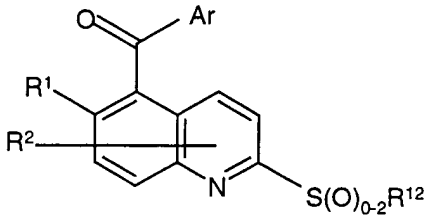
32. (original) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of general Formula



wherein R^1, R^2, and R^{12}, are as defined in Claim 1,

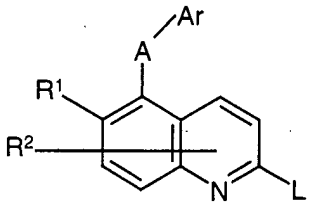
with an oxidizing agent to provide a compound of Formula I:



wherein Ar, R^1, R^2, and R^{12} are as defined in Claim 1.

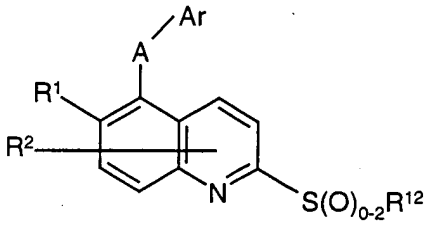
33. (amended herein). A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of general formula



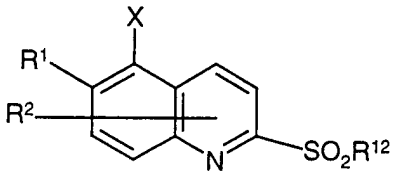
wherein A is $-NR^5$ or -O, and L is a leaving group such as a halogen group as defined in the specification,

with a compound of general formula $NaSR^{12}$, followed by optional oxidation to provide a compound of Formula I:



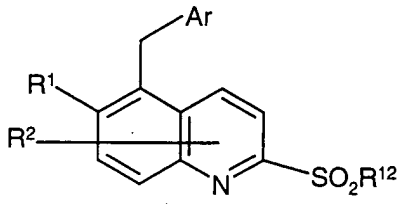
34. (amended herein) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of general formula

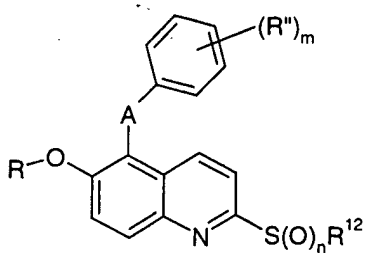


wherein X is a halogen,

with an aralkyl anion compound to provide a compound of Formula I:



35 (previously added) A compound having the formula:



wherein:

A is a $-CH_2-$, -C(O)-, -O-, or -S-;

R is hydrogen, alkyl, haloalkyl, or SO_2R^{11} where R^{11} is selected from alkyl, cycloalkyl, and haloalkyl;

R^{12} is alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, mono or dialkylaminoalkyl, carboxyalkyl, or alkoxycarbonylalkyl;

R" is at each occurrence independently selected from halo, cyano, nitro, alkyl, hydroxy, alkoxy, amino, acylamino, alkylamino, dialkylamino, haloalkyl, haloalkoxy, and heteroalkyl;

m is 0, 1, 2, 3, or 4; and

n is 1, 2 or 3; and

prodrugs, individual isomers, mixtures of isomers, and pharmaceutically acceptable salts thereof.

36 (previously added). A compound according to claim 35, or a pharmaceutically-acceptable salt or prodrug thereof, in which:

A is S;

R is CH_3;

R" is at each occurrence independently selected from halo, cyano, C_{1-4}alkyl, hydroxy, methoxy, ethoxy, trifluoromethyl, or trifluoromethoxy; and

m is 0, 1, or 2.